

EXHIBIT B

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

AMENDMENT NO. 1 ON

FORM 10-Q/A

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2003

Commission File Number 000-30229

SONUS NETWORKS, INC.

(Exact name of Registrant as specified in its charter)

DELAWARE

(State or other jurisdiction of
incorporation or organization)

04-3387074

(I.R.S. employer identification no.)

250 Apollo Drive, Chelmsford, Massachusetts 01824

(Address of principal executive offices, including zip code)

(978) 614-8100

(Registrant's telephone number, including area code)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the Registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act).
Yes No

As of April 30, 2003, there were 225,193,886 shares of \$0.001 par value per share, common stock outstanding.

EXPLANATORY NOTE

As reported in our 2003 Annual Report on Form 10-K/A filed with the Securities and Exchange Commission (SEC) on July 28, 2004, we have restated our consolidated financial statements for the years ended December 31, 2002 and 2001 and the nine months ended September 30, 2003. We also reported in our 2003 Annual Report on Form 10-K/A that we anticipated amending our previously filed quarterly reports for each of the first three quarters of 2003. This Amendment No. 1 on Form 10-Q/A to our Quarterly Report on Form 10-Q for the quarter ended March 31, 2003, filed with the SEC on May 9, 2003, is being filed for the purpose of restating our condensed consolidated financial statements and related disclosures for the quarters ended March 31, 2003 and 2002 under Item 1 of Part I; and restating Items 2 and 4 of Part I as well as Item 6 of Part II, consistent with the restatement-related adjustments described in our 2003 Annual Report filed on Form 10-K/A with the SEC on July 28, 2004.

This Amendment No. 1 on Form 10-Q/A does not reflect events occurring after the filing of the original Quarterly Report on Form 10-Q on May 9, 2003, or modify or update the disclosure presented in the original Quarterly Report on Form 10-Q, except to reflect the revisions as described above.

**SONUS NETWORKS, INC.
AMENDMENT NO. 1 ON FORM 10-Q/A
QUARTER ENDED MARCH 31, 2003**

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PART I—FINANCIAL INFORMATION**Item 1: Financial Statements**

SONUS NETWORKS, INC.
Condensed Consolidated Balance Sheets
(In thousands, except share data)

	<u>March 31, 2003</u> (As Restated) (Unaudited)	<u>December 31, 2002</u>
Assets		
Current assets:		
Cash and cash equivalents	\$ 45,636	\$ 57,278
Marketable securities	61,010	60,860
Accounts receivable, net	4,754	4,622
Inventory, net	12,970	10,449
Other current assets	5,172	3,516
Total current assets	129,542	136,725
Property and equipment, net	9,617	11,546
Purchased intangible assets, net	4,208	4,810
Other assets	415	436
	\$ 143,782	\$ 153,517
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	\$ 2,706	\$ 3,625
Accrued expenses	13,902	16,489
Accrued restructuring expenses	1,513	2,331
Current portion of deferred revenue	56,105	51,728
Current portion of long-term liabilities	1,527	1,606
Total current liabilities	75,753	75,779
Long-term deferred revenue, less current portion	7,263	8,024
Long-term liabilities, less current portion	2,660	3,293
Convertible subordinated note	10,000	10,000
Commitments and contingencies (Note 9)		
Stockholders' equity:		
Preferred stock, \$0.01 par value; 5,000,000 shares authorized, none issued and outstanding	—	—
Common stock, \$0.001 par value; 600,000,000 shares authorized, 207,429,547 and 206,866,358 shares issued and 205,162,737 and 204,599,548 shares outstanding at March 31, 2003 and December 31, 2002	207	207
Capital in excess of par value	853,961	853,560
Accumulated deficit	(803,133)	(793,426)
Deferred compensation	(2,668)	(3,659)
Treasury stock, at cost; 2,266,810 common shares at March 31, 2003 and December 31, 2002	(261)	(261)
Total stockholders' equity	48,106	56,421
	\$ 143,782	\$ 153,517

The accompanying notes are an integral part of these condensed consolidated financial statements.

SONUS NETWORKS, INC.
Condensed Consolidated Statements of Operations
(In thousands, except per share data)
(Unaudited and As Restated)

	Three months ended March 31,	
	2003	2002
Revenues:		
Product	\$ 3,517	\$ 13,119
Service	5,692	7,389
Total revenues	9,209	20,508
Cost of revenues (1):		
Product	1,538	6,938
Service	2,555	2,985
Write-off of inventory and purchase commitments	—	6,865
Total cost of revenues	4,093	16,788
Gross profit	5,116	3,720
Operating expenses:		
Research and development (1)	7,705	14,931
Sales and marketing (1)	3,971	7,459
General and administrative (1)	1,839	2,587
Stock-based compensation	924	6,799
Amortization of purchased intangible assets	602	1,190
Restructuring charges, net	—	4,752
Total operating expenses	15,041	37,718
Loss from operations	(9,925)	(33,998)
Interest expense	(130)	(139)
Interest income	381	592
Loss before income taxes	(9,674)	(33,545)
Provision for income taxes	33	22
Net loss	\$ (9,707)	\$ (33,567)
Basic and diluted net loss per share	\$ (0.05)	\$ (0.18)
Shares used in computing net loss per share (Note 3(p))	198,703	187,173

(1) Excludes non-cash, stock-based compensation expense as follows:

Cost of revenues	\$ 12	\$ 118
Research and development	377	3,562
Sales and marketing	405	2,072
General and administrative	130	1,047
	\$ 924	\$ 6,799

The accompanying notes are an integral part of these condensed consolidated financial statements.

SONUS NETWORKS, INC.
Condensed Consolidated Statements of Cash Flows
(In thousands)
(Uunaudited and As Restated)

	Three months ended March 31,	
	2003	2002
Cash flows from operating activities:		
Net loss	\$ (9,707)	\$ (33,567)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	2,885	4,113
Write-off of inventory		6,865
Stock-based compensation	924	6,799
Amortization of purchased intangible assets	602	1,190
Changes in current assets and liabilities:		
Accounts receivable	(132)	4,181
Inventory	(2,521)	8,265
Other current assets	(1,656)	(290)
Accounts payable	(919)	(7,717)
Accrued expenses	(3,694)	(5,972)
Deferred revenue	3,616	(857)
Net cash used in operating activities	(10,602)	(16,990)
Cash flows from investing activities:		
Purchases of property and equipment	(956)	(1,021)
Maturities of marketable securities	3,647	10,340
Purchases of marketable securities	(3,797)	(2,973)
Other assets	21	(84)
Net cash (used in) provided by investing activities	(1,085)	6,262
Cash flows from financing activities:		
Sale of common stock in connection with employee stock purchase plan	447	2,304
Proceeds from exercise of stock options	21	63
Payments of long-term liabilities	(423)	(143)
Repurchase of common stock		(94)
Net cash provided by financing activities	45	2,130
Net decrease in cash and cash equivalents	(11,642)	(8,598)
Cash and cash equivalents, beginning of period	57,278	49,069
Cash and cash equivalents, end of period	<u>\$ 45,636</u>	<u>\$ 40,471</u>

Supplemental disclosure of cash flow information:

Cash paid during the period for interest	\$ 12	\$ 20
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The accompanying notes are an integral part of these condensed consolidated financial statements.

SONUS NETWORKS, INC.
Notes to Condensed Consolidated Financial Statements
(Unaudited)

(1) Description of Business

Sonus Networks, Inc. (Sonus) was incorporated on August 7, 1997 and is a leading provider of packet voice infrastructure solutions for wireline and wireless service providers. Sonus offers a new generation of carrier-class switching equipment and software that enable telecommunications service providers to deliver voice services over packet-based networks.

(2) Restatement of Consolidated Financial Statements

As reported in Sonus' 2003 Annual Report on Form 10-K/A filed with the SEC on July 28, 2004, Sonus has restated its consolidated financial statements for the years ended December 31, 2002 and 2001 and the nine months ended September 30, 2003. Sonus also reported in its 2003 Annual Report on Form 10-K/A that it anticipated amending its previously filed quarterly reports for each of the first three quarters of 2003. Sonus has filed this Amendment No. 1 on Form 10-Q/A to its Quarterly Report on Form 10-Q for the quarter ended March 31, 2003, filed with the SEC on May 9, 2003, for the purpose of restating its condensed consolidated financial statements and related disclosures for the quarters ended March 31, 2003 and 2002. Amounts disclosed with respect to the December 31, 2002 balance sheet have previously been restated in our Form 10-K/A filed with the SEC on July 28, 2004 and are not reported as restated herein.

The following summarizes the effects of the restatement adjustments on various line items of Sonus' condensed consolidated statements of operations for the three months ended March 31, 2003 and 2002.

Condensed Consolidated Statements of Operations
(In thousands, except per share data)
(Unaudited)

	Three Months Ended March 31, 2003			Three Months Ended March 31, 2002		
	As Reported	Adjustments	As Restated	As Reported	Adjustments	As Restated
Revenues:						
Product	\$ 11,127	\$ (7,610)	\$ 3,517	\$ 15,387	\$ (2,268)	\$ 13,119
Service	<u>4,892</u>	<u>800</u>	<u>5,692</u>	<u>5,771</u>	<u>1,618</u>	<u>7,389</u>
Total revenues	<u>16,019</u>	<u>(6,810)</u>	<u>9,209</u>	<u>21,158</u>	<u>(650)</u>	<u>20,508</u>
Cost of revenues:						
Product	3,230	(1,692)	1,538	6,868	70	6,938
Service	2,935	(380)	2,555	3,007	(22)	2,985
Write-off (benefit) of inventory and purchase commitments	<u>(735)</u>	<u>735</u>	<u>—</u>	<u>9,434</u>	<u>(2,569)</u>	<u>6,865</u>
Total cost of revenues	<u>5,430</u>	<u>(1,337)</u>	<u>4,093</u>	<u>19,309</u>	<u>(2,521)</u>	<u>16,788</u>
Gross profit	<u>10,589</u>	<u>(5,473)</u>	<u>5,116</u>	<u>1,849</u>	<u>1,871</u>	<u>3,720</u>
Operating expenses:						
Research and development	7,702	3	7,705	14,615	316	14,931
Sales and marketing	5,274	(1,303)	3,971	8,407	(948)	7,459
General and administrative	1,080	759	1,839	1,466	1,121	2,587
Stock-based compensation	894	30	924	5,743	1,056	6,799
Amortization of purchased intangible assets	271	331	602	406	784	1,190
Restructuring charges (benefit), net	<u>—</u>	<u>—</u>	<u>—</u>	<u>(12,141)</u>	<u>16,893</u>	<u>4,752</u>
Total operating expenses	<u>15,221</u>	<u>(180)</u>	<u>15,041</u>	<u>18,496</u>	<u>19,222</u>	<u>37,718</u>
Loss from operations	<u>(4,632)</u>	<u>(5,293)</u>	<u>(9,925)</u>	<u>(16,647)</u>	<u>(17,351)</u>	<u>(33,998)</u>
Interest expense	<u>(130)</u>	<u>—</u>	<u>(130)</u>	<u>(139)</u>	<u>—</u>	<u>(139)</u>
Interest income	<u>381</u>	<u>—</u>	<u>381</u>	<u>592</u>	<u>—</u>	<u>592</u>
Loss before income taxes	<u>(4,381)</u>	<u>(5,293)</u>	<u>(9,674)</u>	<u>(16,194)</u>	<u>(17,351)</u>	<u>(33,545)</u>
Provision for income taxes	<u>—</u>	<u>33</u>	<u>33</u>	<u>—</u>	<u>22</u>	<u>22</u>
Net loss	<u>\$ (4,381)</u>	<u>\$ (5,326)</u>	<u>\$ (9,707)</u>	<u>\$ (16,194)</u>	<u>\$ (17,373)</u>	<u>\$ (33,567)</u>
Basic and diluted net loss per share	<u>\$ (0.02)</u>	<u>\$ (0.03)</u>	<u>\$ (0.05)</u>	<u>\$ (0.09)</u>	<u>\$ (0.09)</u>	<u>\$ (0.18)</u>
Shares used in computing net loss per share	<u>198,703</u>	<u>—</u>	<u>198,703</u>	<u>186,057</u>	<u>1,116</u>	<u>187,173</u>

The following summarizes the effects of the restatement adjustments on various line items of Sonus' condensed consolidated balance sheet as of March 31, 2003.

Condensed Consolidated Balance Sheet
March 31, 2003
(In thousands)
(Unaudited)

Assets	<u>As Reported</u>	<u>Adjustments</u>	<u>As Restated</u>
Current assets:			
Cash and cash equivalents	\$ 45,226	\$ 410	\$ 45,636
Marketable securities	61,010	—	61,010
Accounts receivable, net	2,454	2,300	4,754
Inventory, net	11,287	1,683	12,970
Other current assets	4,488	684	5,172
Total current assets	<u>124,465</u>	<u>5,077</u>	<u>129,542</u>
Property and equipment, net	9,226	391	9,617
Purchased intangible assets, net	903	3,305	4,208
Other assets	494	(79)	415
	<u>\$ 135,088</u>	<u>\$ 8,694</u>	<u>\$ 143,782</u>
Liabilities and Stockholders' Equity			
Current liabilities:			
Accounts payable	\$ 3,451	\$ (745)	\$ 2,706
Accrued expenses	30,389	(16,487)	13,902
Accrued restructuring expenses	1,513	—	1,513
Current portion of deferred revenue	31,831	24,274	56,105
Current portion of long-term liabilities	1,527	—	1,527
Total current liabilities	<u>68,711</u>	<u>7,042</u>	<u>75,753</u>
Long-term deferred revenue, less current portion	—	7,263	7,263
Long-term liabilities, less current portion	2,660	—	2,660
Convertible subordinated notes	10,000	—	10,000
Commitments and contingencies			
Stockholders' equity:			
Preferred stock	—	—	—
Common stock	207	—	207
Capital in excess of par value	858,514	(4,553)	853,961
Accumulated deficit	(802,249)	(884)	(803,133)
Deferred compensation	(2,494)	(174)	(2,668)
Treasury stock, at cost	(261)	—	(261)
Total stockholders' equity	<u>53,717</u>	<u>(5,611)</u>	<u>48,106</u>
	<u>\$ 135,088</u>	<u>\$ 8,694</u>	<u>\$ 143,782</u>

These restated financial statements include a number of adjustments, which primarily relate to revenue, deferred revenue, inventory reserves, purchase accounting, accrued expenses and stock-based compensation. Adjustments to revenue result primarily in revenue being deferred and recognized in subsequent periods. Adjustments to inventory and accrued expenses are primarily to increase or decrease reserve levels previously reported. Adjustments to purchase accounting and stock-based compensation relate primarily to the timing of expense recognition. The following discussion provides additional information regarding these adjustments.

Revenue Adjustments

Deferral of product revenue

Sonus has deferred revenues of \$36.7 million previously reported in 2001 and the first quarter of 2002 from a particular customer transaction. The amount of \$27.5 million was subsequently recognized in the second quarter of 2002, while the remainder was allocated to maintenance revenue and recognized over the period the services are provided. This transaction involved a complex multiple element arrangement that required significant analysis with respect to the facts surrounding the transaction and technical accounting analysis to determine when revenue should be recognized. Sonus previously recognized revenue in 2001 under this contractual arrangement upon delivery and acceptance of certain product and software releases. As a result of a comprehensive review and analysis of this arrangement, and based on the application of complex revenue recognition guidance, Sonus has now determined that there was insufficient support to establish vendor specific objective evidence of fair value (VSOE) with respect to certain undelivered software releases and Sonus has determined the existence of certain previously unidentified specified software releases. As a result, Sonus has deferred product revenues associated with products and software releases shipped to this customer in 2001 and the first quarter of 2002 until the second quarter of 2002, when all software releases under the arrangement were delivered.

In the fourth quarter of 2002, Sonus amended its arrangement with this customer to include, among other items, certain additional future software releases. Sonus previously recognized revenue from this arrangement in the fourth quarter of 2002 and in each of the first three quarters of 2003 upon delivery of the products and software releases. Upon review and analysis of the arrangement, Sonus has determined that, based on a technical analysis of software revenue recognition rules, that VSOE was not established for certain undelivered software releases. As a result, Sonus has deferred revenues of \$16.2 million associated with products and software releases shipped to this customer during the fourth quarter of 2002 and the first three quarters of 2003, including the deferral of \$6.1 million of products and software releases shipped during the first quarter of 2003. Sonus recognized \$10.9 million of those revenues in the fourth quarter of 2003 when the final software release specified in the amendment was delivered to the customer, and the remaining amount was deferred and allocated to maintenance services and estimated discounts on future purchases.

Maintenance revenue

A number of Sonus' customer transactions involve multiple elements, including the delivery of product and maintenance services as part of a bundled offering. Statement of Position (SOP) 97-2, *Software Revenue Recognition*, requires maintenance revenue to be recognized over the period services are provided. Based on Sonus' review and analysis, Sonus identified certain circumstances in which it offered maintenance services at no additional charge or at discounted rates to certain customers but did not separate the fair value for the maintenance from product revenue. This resulted in revenue associated with the value of the undelivered maintenance services not being recognized over the service period. In the restated financial statements, Sonus has recognized maintenance revenue ratably over the period in which the maintenance services were provided based on the deferral of the applicable VSOE of maintenance services. In such cases, Sonus has reclassified maintenance services from product revenue to service revenue for the applicable periods presented. Based on Sonus' review and analysis, Sonus also identified certain circumstances in which insufficient value was allocated to maintenance. In such cases, Sonus has reclassified additional amounts from product revenue to service revenue for the applicable periods presented. In connection with the recognition of the deferred product revenue described above in the second quarter of 2002 and the fourth quarter of 2003, a significant portion of the product revenue was allocated to the value of undelivered maintenance services and deferred over the five-year period in which the maintenance services are provided.

Delivery

Sonus identified transactions where it delivered some, but not all, of the product required under an arrangement. Previously, Sonus deferred a portion of the revenue for these undelivered products based on the pricing in the arrangement, and recognized the remaining revenue on the delivered products. On a restated basis, Sonus has deferred all revenue until all elements of the transaction were delivered because Sonus was not able to establish VSOE for the undelivered product or, in some instances, because such undelivered product was essential to the functionality of the

delivered product.

Customer acceptance

Sonus identified certain circumstances where revenue was recognized in a period other than the one in which acceptance was achieved or other contingencies were resolved. As restated, revenue from such arrangements is recorded in the period in which customer acceptance occurred or other contingencies were resolved.

Summary

The following table is a reconciliation of revenue as previously reported to amounts as restated for the periods indicated, in thousands:

	Three months ended March 31, 2003	Three months ended March 31, 2002
Revenues, as previously reported	\$ 16,019	\$ 21,158
Revenue Restatement Adjustments:		
Deferral of product revenue	(6,095)	(3,415)
Maintenance revenue	651	(1,684)
Delivery	(311)	955
Customer acceptance	(1,065)	2,761
Other	10	733
Total Revenue Restatement Adjustments	<u>(6,810)</u>	<u>(650)</u>
Revenues, as restated	<u>\$ 9,209</u>	<u>\$ 20,508</u>

Expense Adjustments

Accrued expenses

During Sonus' review and analysis, Sonus identified several accrued expense accounts that required adjustment to be in accordance with Statement of Financial Accounting Standards (SFAS) No. 5, *Accounting for Contingencies*. Accounting for accrued expenses requires estimates and judgments, which can be complex. Sonus adjusted accrual balances as the result of: (1) using more appropriate business assumptions to estimate certain liabilities, such as warranty reserves and post-shipment obligations to customers; (2) in those instances lacking available foundation or support for recorded balances at the time the original accrual was established, using currently known information, including actual disbursements and contemporaneous documentation in order to record the appropriate balances, such as royalties and professional fees; and (3) appropriately classifying certain balance sheet items, such as customer deposits to deferred revenues.

The following table is a reconciliation of accrued expense adjustments by category as of the dates indicated, in thousands:

	March 31, 2003	December 31, 2002
Accrued expense adjustments—increase/(decrease) for:		
Employee compensation and related costs	\$ (968)	\$ 208
Professional fees	(1,443)	(1,239)
Royalties	1,634	1,492
Warranty reserve	(3,274)	(3,385)
Post-shipment obligations to customers	(2,527)	(2,527)
Customer deposits	(7,058)	(7,240)
Other	(2,851)	(4,199)
Total accrued expense adjustments	<u>\$ (16,487)</u>	<u>\$ (16,890)</u>

Restructuring expense and benefits

In connection with Sonus' review and analysis, Sonus determined that a restructuring benefit of \$16,557,000 for a lease renegotiation originally recorded in the first quarter of 2002 should have been recorded in 2001. In addition, Sonus increased 2002 expenses by \$336,000. The effect of these adjustments was to adjust the restructuring item from a benefit of \$12,141,000 to an expense of \$4,752,000 in the three months ended March 31, 2002.

Valuation of Intangibles

During 2001, Sonus acquired two companies, telecom technologies, inc. (TTI) and Linguateq, Inc. (Linguateq). Sonus accounted for the TTI acquisition as a purchase in accordance with Accounting Principles Board (APB) No. 16, *Business Combinations*, and for Linguateq as a purchase in accordance with SFAS No. 141, *Business Combinations*. As part of Sonus' re-examination of these acquisitions, Sonus hired an independent third party appraiser. In connection with the TTI acquisition re-appraisal, Sonus has re-examined the total consideration paid, net liabilities assumed, and certain assumptions and calculations supporting the original appraisal of the identified intangible assets acquired from TTI. These assumptions included the customer turnover rate, the gross and operating margin percentages and inconsistencies in the profit assumptions used to value in-process research and development compared to other identified intangible assets. The results of these changes to the purchase price and related allocation for the TTI acquisition are as follows, in thousands:

Purchase Price of TTI	As Reported	Adjustments	As Restated
Fair market value of shares issued	\$ 527,613	\$ (612)	\$ 527,001
Liabilities assumed	21,184	(1,375)	19,809
Acquisition expenses	5,833	(67)	5,766
Total	<u>\$ 554,630</u>	<u>\$ (2,054)</u>	<u>\$ 552,576</u>

As a result of re-appraisal of assets acquired, the final purchase price has been allocated to the tangible and intangible assets acquired based upon their fair values as follows, in thousands:

Purchase Price Allocation of TTI	As Reported	Adjustments	As Restated
Tangible assets	\$ 8,296	\$ 1,096	

EX-31.1 2 a05-10301_1ex31d1.htm EX-31.1

EXHIBIT 31.1

**CERTIFICATION PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Hassan M. Ahmed, Chief Executive Officer and Chairman of the Board of Directors, of Sonus Networks, Inc., certify that:

1. I have reviewed this Amendment No. 1 to the Quarterly Report on Form 10-Q/A for the period ended March 31, 2003 ("Quarterly Report") of Sonus Networks, Inc. (the "Registrant");
2. Based on my knowledge, this Quarterly Report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this Quarterly Report;
3. Based on my knowledge, the financial statements, and other financial information included in this Quarterly Report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this Quarterly Report;
4. The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the Registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this Quarterly Report is being prepared;
 - (b) Designed such internal control over financial reporting or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this Quarterly Report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this Quarterly Report based on such evaluation; and
 - (d) Disclosed in this Quarterly Report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's fiscal quarter ended March 31, 2003 that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and
5. The Registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors:
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date: June 10, 2005

s/ Hassan M. Ahmed

Hassan M. Ahmed

*Chief Executive Officer and Chairman of the Board of
Directors (Principal Executive Officer)*

EXHIBIT 31.2

**CERTIFICATION PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Ellen B. Richstone, Chief Financial Officer, of Sonus Networks, Inc., certify that:

1. I have reviewed this Amendment No. 1 to the Quarterly Report on Form 10-Q/A for the period ended March 31, 2003 ("Quarterly Report") of Sonus Networks, Inc. (the "Registrant");
2. Based on my knowledge, this Quarterly Report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this Quarterly Report;
3. Based on my knowledge, the financial statements, and other financial information included in this Quarterly Report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this Quarterly Report;
4. The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the Registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this Quarterly Report is being prepared;
 - (b) Designed such internal control over financial reporting or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this Quarterly Report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this Quarterly Report based on such evaluation; and
 - (d) Disclosed in this Quarterly Report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's fiscal quarter ended March 31, 2003 that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and
5. The Registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors:
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date: June 10, 2005

/s/ Ellen B. Richstone

Ellen B. Richstone
Chief Financial Officer
(Principal Financial Officer)

EX-32.1 4 a05-10301_1ex32d1.htm EX-32.1

EXHIBIT 32.1

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report on Form 10-Q of Sonus Networks, Inc. (the "Company") for the period ended March 31, 2003 as filed with the Securities and Exchange Commission on May 9, 2003 and as amended on the date hereof (the "Report"), the undersigned, Hassan M. Ahmed, Chief Executive Officer and Chairman of the Board of Directors of the Company, hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Hassan M. Ahmed

Hassan M. Ahmed

*Chief Executive Officer and Chairman of the Board of
Directors (Principal Executive Officer)*

Date: June 10, 2005

EXHIBIT 32.1

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report on Form 10-Q of Sonus Networks, Inc. (the "Company") for the period ended March 31, 2003 as filed with the Securities and Exchange Commission on May 9, 2003 and as amended on the date hereof (the "Report"), the undersigned, Hassan M. Ahmed, Chief Executive Officer and Chairman of the Board of Directors of the Company, hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Hassan M. Ahmed

Hassan M. Ahmed

*Chief Executive Officer and Chairman of the Board of
Directors (Principal Executive Officer)*

Date: June 10, 2005

EX-32.2 5 a05-10301_1ex32d2.htm EX-32.2

EXHIBIT 32.2

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report on Form 10-Q of Sonus Networks, Inc. (the "Company") for the period ended March 31, 2003 as filed with the Securities and Exchange Commission on May 9, 2003 and as amended on the date hereof (the "Report"), the undersigned, Ellen B. Richstone, Chief Financial Officer of the Company, hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: June 10, 2005

/s/ Ellen B. Richstone

Ellen B. Richstone
Chief Financial Officer
(Principal Financial Officer)

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